

ARTICLE IV. CAPITAL STOCK Section 2. Membership Stock Common Stock is amended to read as follows:

This Cooperative is organized with membership stock. The Common Stock of this Cooperative shall be the only class of voting stock. Members of this Cooperative shall be required to own one share of Common Stock, but each member may not own more than one share of common stock. Common Stock shall only be issued to and held by agricultural producers that are eligible for membership and have been approved as members of this Cooperative by its Board of Directors. For purposes of the Articles of Incorporation and the Bylaws of this Cooperative, the term "agricultural producers" shall mean and include individuals, partnerships, business corporations, cooperative associations, or other entities that are actually engaged in the production of agricultural products. Individuals or entities that are tenants on land used for the production of agricultural products or lessors of such land who receive as rent part of the produce of such land shall be considered to be actually engaged in the production of agricultural products. Holders of Common Stock shall be entitled to vote in the affairs of this Cooperative in accordance with the Bylaws. Holders of Common Stock shall not transfer their shares without the prior approval of the Board of Directors; provided, however, that common Stock may only be transferred to "agricultural producers" as defined in this paragraph. No dividends shall be paid on Common Stock. The Common Stock may be redeemed as provided in the Bylaws of the Cooperative.

ARTICLE X. BOARD OF DIRECTORS Section 3. Terms of office is deleted.

ARTICLE XI. MARKETING AGENT IN COMMON is added as follows:

The members by majority vote may designate a Marketing Agent common with other cooperatives for the purpose of marketing all or any part of the potatoes marketed by this Cooperative.